
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

June 14, 2022

Commission File Number 001-33725

Textainer Group Holdings Limited
(Translation of Registrant's name into English)

Century House
16 Par-La-Ville Road
Hamilton HM 08
Bermuda
(441) 296-2500
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934. Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): Not applicable

This report contains a copy of the minutes of the 2022 Annual General Meeting of Shareholders held on May 26, 2022.

Exhibit

99.1 [Minutes of the 2022 Annual General Meeting of Shareholders of Textainer Group Holdings Limited held on May 26, 2022.](#)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: June 14, 2022

Textainer Group Holdings Limited

/s/ Olivier Ghesquiere

Olivier Ghesquiere
President and Chief Executive Officer

Textainer Group Holdings Limited
MINUTES OF
THE 2022 ANNUAL GENERAL MEETING OF SHAREHOLDERS

On Thursday, May 26, 2022, at 9:00 a.m. (local time), Textainer Group Holdings Limited, a Bermuda company (the “Company”), held its 2022 Annual General Meeting of Shareholders (the “2022 Annual Meeting”) at The Hamilton Princess, 76 Pitts Bay Road, Pembroke, Bermuda HM 08. The close of business on April 1, 2022 was fixed as the record date for determining the holders of record (the “Shareholders”) of the Company’s common shares, \$0.01 par value per share (“Common Shares”), entitled to notice of and to vote at the 2022 Annual Meeting (including any postponement or adjournment(s) thereof). Notice of the 2022 Annual Meeting was given to the Shareholders pursuant to a Notice of 2022 Annual General Meeting of Shareholders dated April 27, 2022, which, together with the accompanying Proxy Statement and the accompanying Proxy Card, was first mailed to the Shareholders on or about April 27, 2022. As of April 1, 2022, there were 48,018,141 Common Shares issued and outstanding. A total of 32,273,177 Common Shares issued and outstanding as of April 1, 2022 were present in person or by proxy at the 2022 Annual Meeting, representing 67.21% of the total Common Shares issued and outstanding as of April 1, 2022.

CHAIRMAN AND SECRETARY

Hyman Shwiel served as chairman of the 2022 Annual Meeting (the “Chairman”) and Dan Cohen, Assistant Company Secretary, served as secretary of the 2022 Annual Meeting.

CONFIRMATION OF NOTICE AND QUORUM

The Chairman confirmed that notice of the 2022 Annual Meeting had been given to all of the Shareholders and that a quorum was present.

THE MEETING

The Chairman then proposed for consideration by the Shareholders the following resolutions, each of which was duly adopted as indicated below:

PROPOSAL ONE: APPROVAL OF ELECTION OF CLASS I DIRECTORS

WHEREAS, based upon the recommendation of the Corporate Governance and Nominating Committee, the Board of Directors has nominated each of the following individuals to stand for election, in each case, as a Class I director of the Company, at the 2022 Annual Meeting:

Mr. Jeremy Bergbaum
Mr. Dudley R. Cottingham
Mr. Hyman Shwiel
Ms. Lisa P. Young

RESOLVED, that Mr. Jeremy Bergbaum be, and hereby is, elected as a Class I director of the Company;

For: 32,178,243 Common Shares, representing 99.71% of the Common Shares issued and outstanding as of April 1, 2022 present in person or by proxy and voting thereon.

Against: 94,934 Common Shares, representing 0.29% of the Common Shares issued and outstanding as of April 1, 2022 present in person or by proxy and voting thereon.

RESOLVED FURTHER, that Mr. Dudley R. Cottingham be, and hereby is, re-elected as a Class I director of the Company;

For: 21,813,339 Common Shares, representing 67.59% of the Common Shares issued and outstanding as of April 1, 2022 present in person or by proxy and voting thereon.

Against: 10,459,778 Common Shares, representing 32.41% of the Common Shares issued and outstanding as of April 1, 2022 present in person or by proxy and voting thereon.

RESOLVED FURTHER, that Mr. Hyman Shwiel be, and hereby is, re-elected as a Class I director of the Company;

For: 27,611,757 Common Shares, representing 85.56% of the Common Shares issued and outstanding as of April 1, 2022 present in person or by proxy and voting thereon.

Against: 4,661,420 Common Shares, representing 14.44% of the Common Shares issued and outstanding as of April 1, 2022 present in person or by proxy and voting thereon.

RESOLVED FURTHER, that Ms. Lisa P. Young be, and hereby is, elected as a Class I director of the Company;

For: 32,011,304 Common Shares, representing 99.19% of the Common Shares issued and outstanding as of April 1, 2022 present in person or by proxy and voting thereon.

Against: 261,873 Common Shares, representing 0.81% of the Common Shares issued and outstanding as of April 1, 2022 present in person or by proxy and voting thereon.

PROPOSAL TWO: APPROVAL OF ANNUAL AUDITED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2021

WHEREAS, the Board of Directors of the Company has approved the annual audited financial statements of the Company for the fiscal year ended December 31, 2021, a copy of which is included in the Company's 2021 Annual Report to Shareholders and laid before the Shareholders at the 2022 Annual Meeting (the "2021 Financial Statements").

RESOLVED, that the 2021 Financial Statements, as included in the Company's 2021 Annual Report to Shareholders be, and they hereby are, approved.

For: 32,931,175 Common Shares, representing 98.94% of the Common Shares issued and outstanding as of April 1, 2022 present in person or by proxy and voting thereon.

Against: 209,595 Common Shares, representing 0.65% of the Common Shares issued and outstanding as of April 1, 2022 present in person or by proxy and voting thereon.

Abstain: 132,407 Common Shares, representing 0.41% of the Common Shares issued and outstanding as of April 1, 2022 present in person or by proxy.

PROPOSAL THREE: APPROVAL OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2022 AND AUTHORIZATION FOR THE BOARD OF DIRECTORS, ACTING THROUGH THE AUDIT COMMITTEE, TO FIX THE REMUNERATION OF THE INDEPENDENT AUDITORS FOR FISCAL YEAR ENDING DECEMBER 31, 2022

WHEREAS, the Board of Directors has ratified the approval of the Audit Committee of the Board of Directors (the "Audit Committee") of the appointment of Deloitte & Touche LLP, an independent registered public accounting firm, to act as the Company's independent auditors for the fiscal year ending December 31, 2022.

RESOLVED, that the appointment of Deloitte & Touche LLP to act as the Company's independent auditors for the fiscal year ending December 31, 2022 and the authorization for the Board of Directors through the Audit Committee to fix the remuneration of the Company's independent auditors for the fiscal year ending December 31, 2022 be, and they hereby, are approved.

For: 31,656,628 Common Shares, representing 98.09% of the Common Shares issued and outstanding as of April 1, 2022 present in person or by proxy and voting thereon.

Against: 543,043 Common Shares, representing 1.68% of the Common Shares issued and outstanding as of April 1, 2022 present in person or by proxy and voting thereon.

Abstain: 73,506 Common Shares, representing 0.23% of the Common Shares issued and outstanding as of April 1, 2022 present in person or by proxy and voting thereon.

PROPOSAL FOUR: APPROVAL OF AN AMENDMENT TO THE COMPANY'S BYE-LAWS TO DELETE THE ENTIRETY OF BYE-LAW 75, IN ORDER TO REMOVE PROVISIONS WHICH EXCLUDE THE VOTING RIGHTS OF MAJOR SHAREHOLDERS CONSIDERED "INTERESTED SHAREHOLDERS" IN CERTAIN BUSINESS COMBINATION TRANSACTIONS

WHEREAS, the Board of Directors has approved an amendment of the Company's bye-laws to delete the entirety of Bye-Law 75, in order to remove provisions which exclude the voting rights of major shareholders considered "Interested Shareholders" in certain business combination transactions.

RESOLVED, that the amendment of the Company's bye-laws to delete the entirety of Bye-Law 75, in order to remove provisions which exclude the voting rights of major shareholders considered "Interested Shareholders" in certain business combination transactions, are not approved as less than 66% of the issued and outstanding shares voted for the resolution.

For: 31,486,282 Common Shares, representing 97.56% of the Common Shares issued and outstanding as of April 1, 2022 present in person or by proxy and voting thereon.

Against: 657,708 Common Shares, representing 2.04% of the Common Shares issued and outstanding as of April 1, 2022 present in person or by proxy and voting thereon.

Abstain: 129,187 Common Shares, representing 0.40% of the Common Shares issued and outstanding as of April 1, 2022 present in person or by proxy and voting thereon.

OTHER BUSINESS

No other business was brought before the meeting.

CLOSE OF MEETING

There being no further business, the 2022 Annual Meeting then concluded.

Minutes prepared by: Confirmed by:

/s/ Dan Cohen
Dan Cohen
Assistant Company Secretary
Date: June 14, 2022

/s/ Hyman Shwiel
Hyman Shwiel
Chairman
Date: June 14, 2022